

Company Number: 05592894

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CLARIEN ENERGY (UK) LIMITED (the "Company")

Circulation Date: 26 November 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole director of the Company proposes that the following resolutions be passed in the manner set out below (the "Resolutions")

SPECIAL RESOLUTIONS

ARTICLES OF ASSOCIATION

- 1 *That, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted*
- 2 *That the articles of association of the Company be amended by deleting the present article 3*

ORDINARY RESOLUTION

AUTHORITY TO ALLOT

- 3 *That in accordance with section 551 of the Act, the sole director be generally and unconditionally authorised to allot ordinary shares in the Company up to an aggregate nominal amount of £16,151,275 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the sole director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired*

This authority is in substitution for all previous authorities conferred on the sole director in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

FRIDAY



A37 *A2M587HK* 29/11/2013 #190
COMPANIES HOUSE

The undersigned, being the sole member entitled to vote on the Resolutions on the date of circulation, hereby irrevocably agrees to the Resolutions



ECO2 PROJECTS LIMITED

Date 26 NOVEMBER 2013

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by the end of the period of twenty-eight (28) days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date
- 5 If you are signing this document on behalf of a person under a power of attorney or authority please send a copy of the relevant power of attorney or authority when returning this document